CAPTAIN MARVEL
and the CAROL CORPS
MARVEL 003
DECONNICK
THOMPSON
LOPEZ
LOUGHRIDGE
SECRET WARS

CAPTAIN MARVEL
and the CAROL CORPS
MARVEL
003 VARIANT EDITION
SECRET WARS
RATED T+
$3.99US
DIRECT EDITION
MARVEL.COM
00321
7 59606 08207 0

THE MULTIVERSE WAS DESTROYED! ALL THAT REMAINS IS BATTLEWORLD!

*Carol Danvers and the flying aces of the Banshee Squadron are the most skilled pilots on all of Battleworld. They are...*

# CAPTAIN MARVEL and the CAROL CORPS

*Recently, the Carol Corps were unequivocally ordered to destroy a mysterious and seemingly benign boat, only to discover that the ship was in fact full of refugees from a neighboring domain.*

*Captain Marvel managed to rescue one of the ship's passengers, but her growing suspicion of Baroness Cochran and Doom himself has caused her to question the source of her power.*

*Determined to uncover the truth, the Corps secretly retrofit their fighters to take them into void.*

*When the Baroness hinted that she was onto the plan, Helen decided to take off alone, blowing the plane-- and herself-- sky high...*


*writers:* KELLY SUE DeCONNICK & KELLY THOMPSON

*artist:* DAVID LOPEZ

*cover artist:* DAVID LOPEZ

*colorist:* LEE LOUGHRIDGE

*letterer:* VC'S JOE CARAMAGNA

*assistant editor:* CHARLES BEACHAM

*editor:* SANA AMANAT

*variant cover artists:* EMA LUPACCHINO & JASON KEITH

*chief creative officer:* AXEL ALONSO

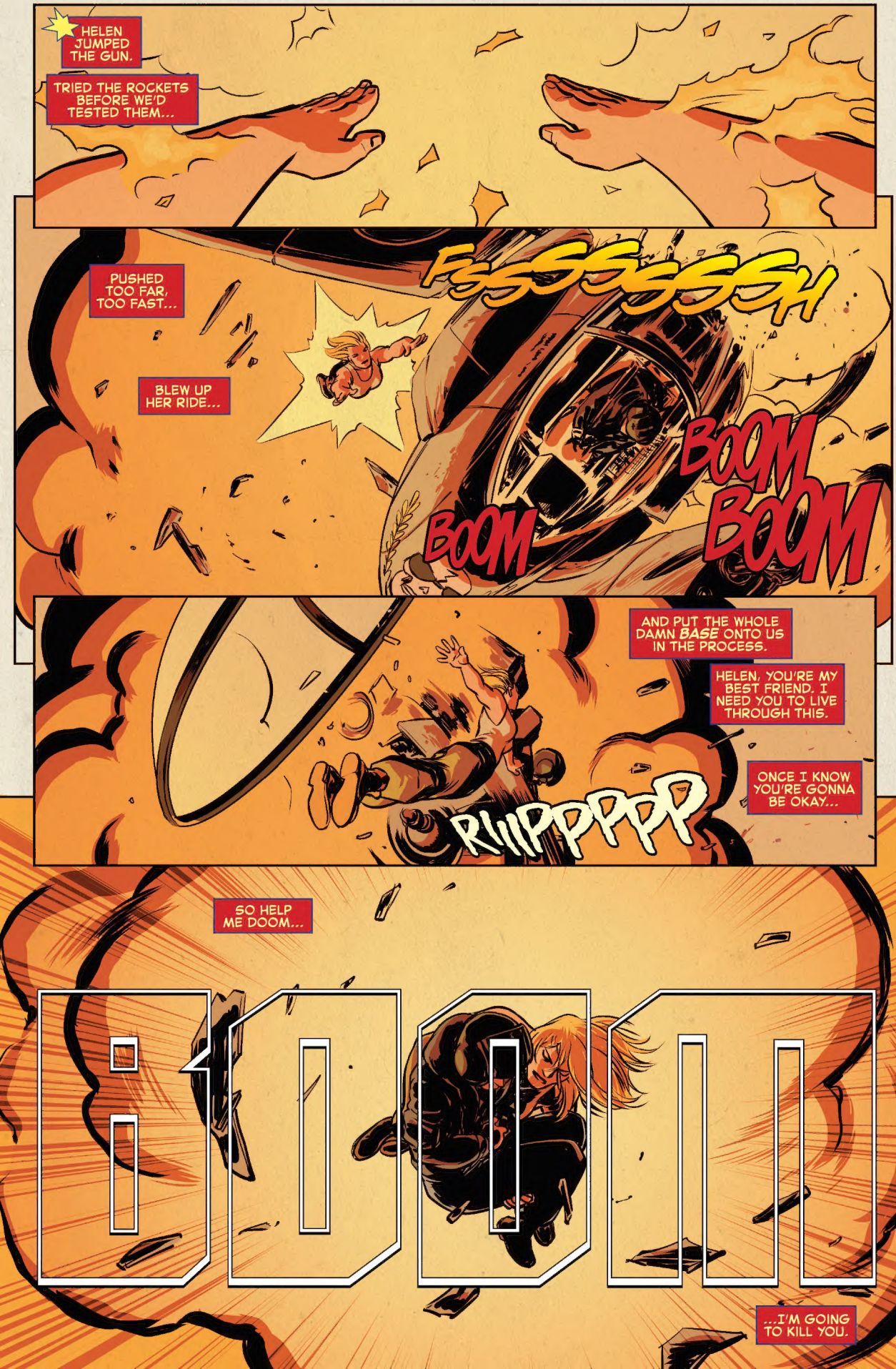
*publisher:* JOE QUESADA

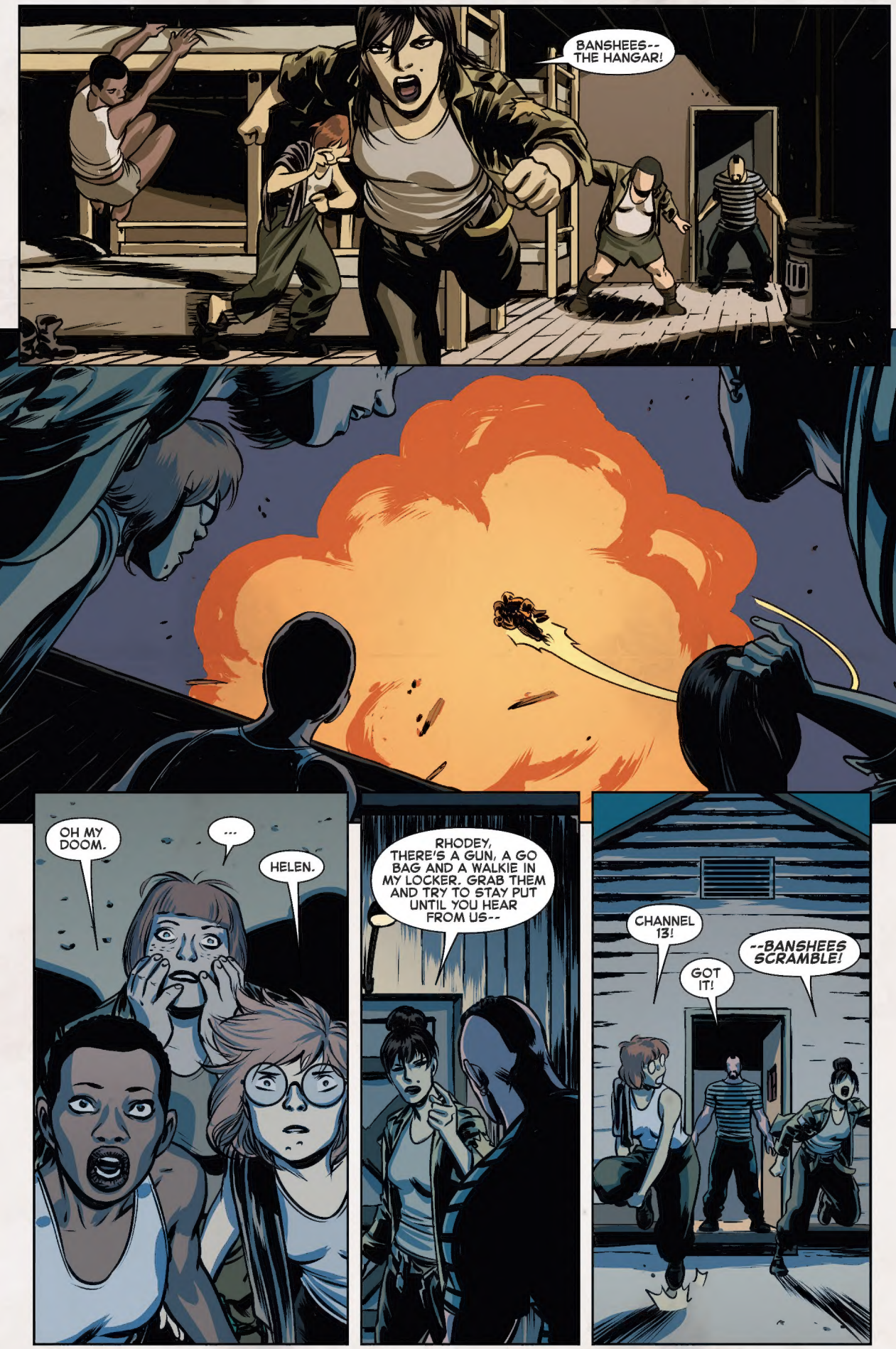
*executive producer:* DAN BUCKLEY

*editor in chief:* ALAN FINE

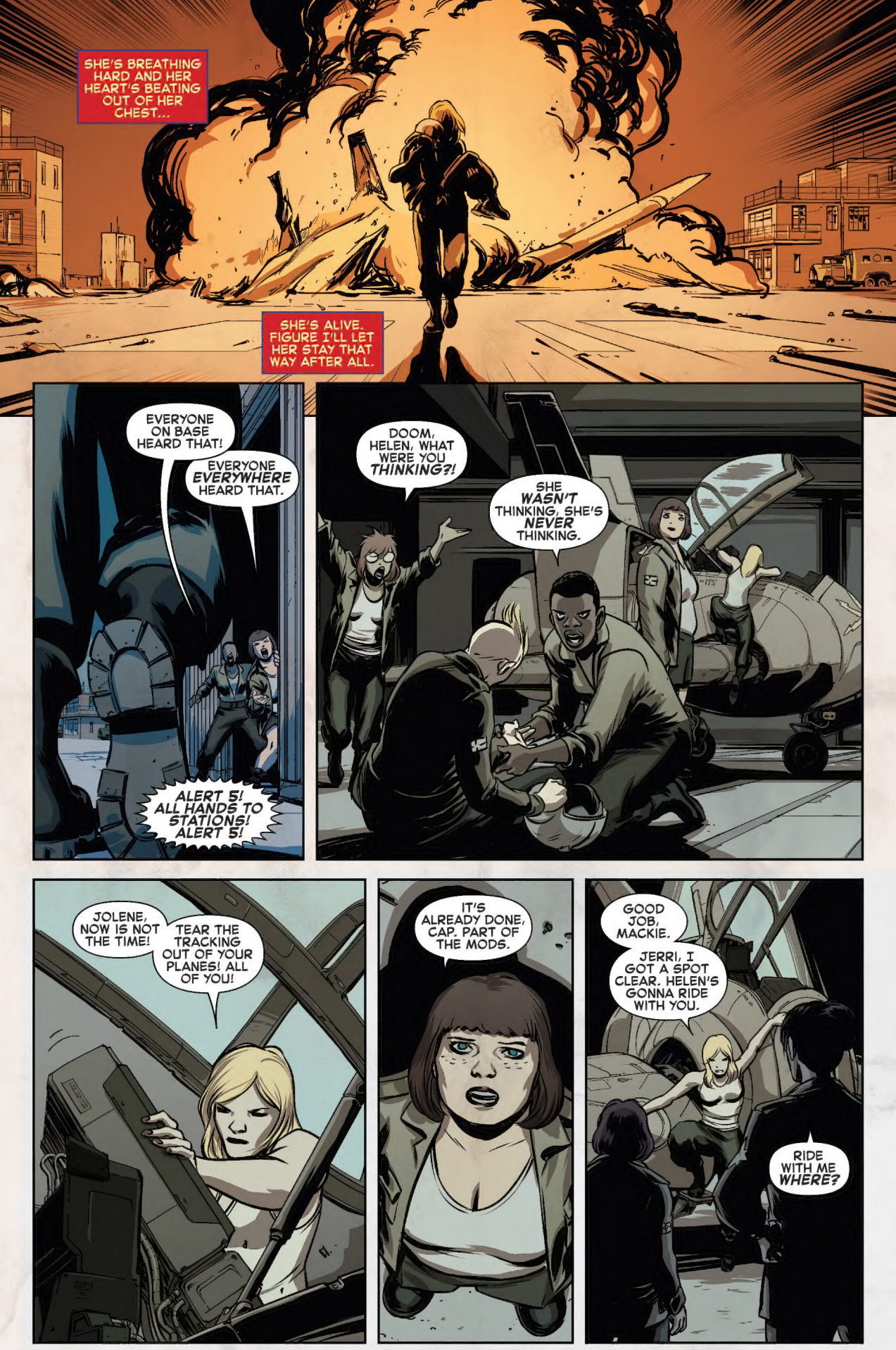


© 2015 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.
WWW.MARVEL.COM


HELEN JUMPED THE GUN.
TRIED THE ROCKETS BEFORE WE'D TESTED THEM...
PUSHED TOO FAR, TOO FAST...
BLEW UP HER RIDE...
FSSSSSSSH
BOOM
BOOM
BOOM
AND PUT THE WHOLE DAMN BASE ONTO US IN THE PROCESS.
HELEN, YOU'RE MY BEST FRIEND. I NEED YOU TO LIVE THROUGH THIS.
ONCE I KNOW YOU'RE GONNA BE OKAY...
RHIPPPPP
SO HELP ME DOOM...
...I'M GOING TO KILL YOU.


BANSHEES--
THE HANGAR!
OH MY DOOM.
...
HELEN.
RHODEY, THERE'S A GUN, A GO BAG AND A WALKIE IN MY LOCKER. GRAB THEM AND TRY TO STAY PUT UNTIL YOU HEAR FROM US--
CHANNEL 13!
GOT IT!
--BANSHEES SCRAMBLE!

THE ONE WITH THE MOLE...
WHICH ONE IS SHE...?
JERRI? MAYBE?
GO BAG-- CHECK. WALKIE-- CHECK.
CHANNEL 13-- CHECK.
13
...
WEAPON-- CHECK.
THIS IS FINE.
...THIS IS FINE.

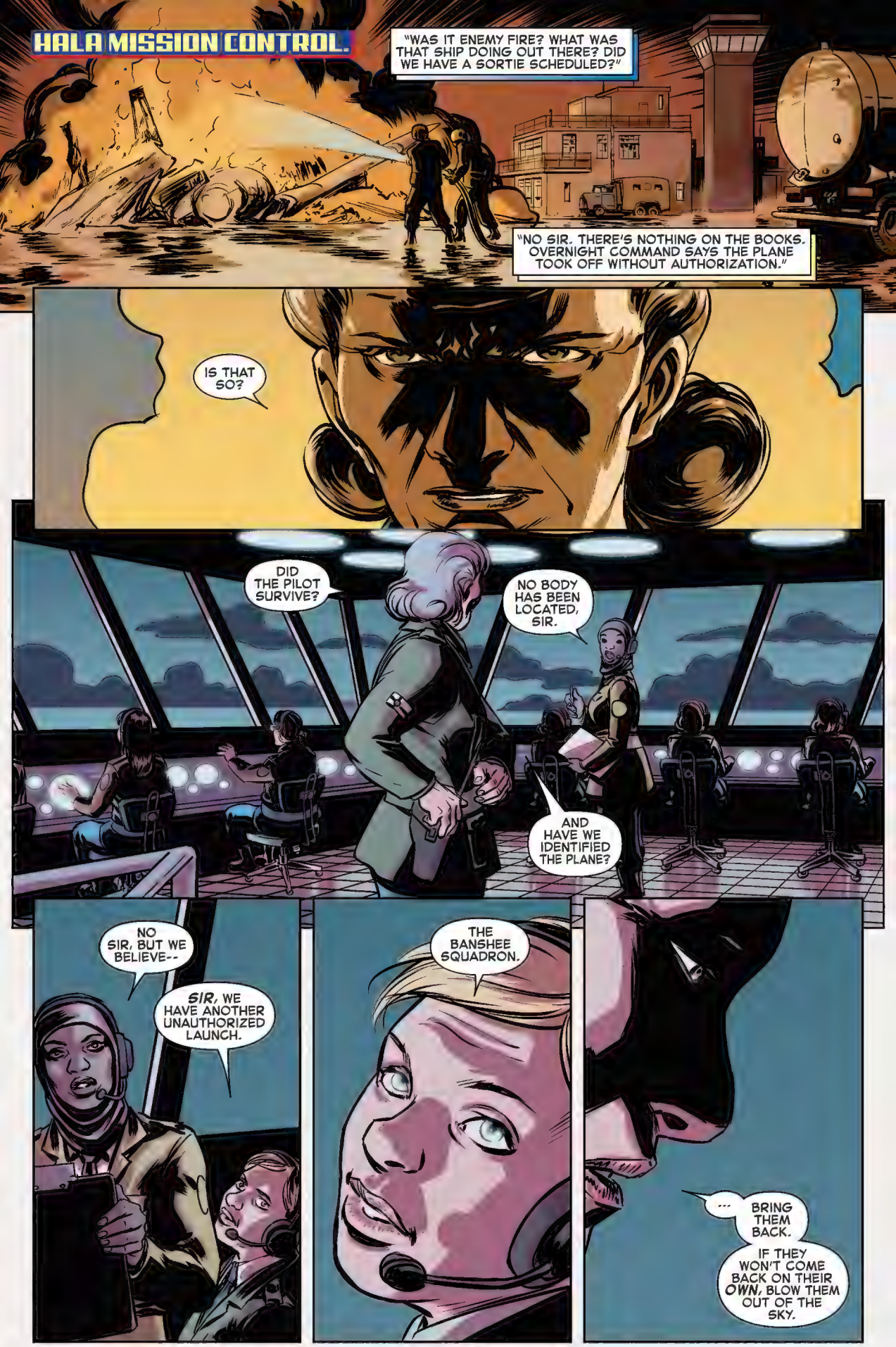

SHE'S BREATHING HARD AND HER HEART'S BEATING OUT OF HER CHEST...
SHE'S ALIVE. FIGURE I'LL LET HER STAY THAT WAY AFTER ALL.
EVERYONE ON BASE HEARD THAT!
EVERYONE EVERYWHERE HEARD THAT.
ALERT 5! ALL HANDS TO STATIONS! ALERT 5!
DOOM, HELEN, WHAT WERE YOU THINKING?!
SHE WASN'T THINKING, SHE'S NEVER THINKING.
JOLENE, NOW IS NOT THE TIME!
TEAR THE TRACKING OUT OF YOUR PLANES! ALL OF YOU!
IT'S ALREADY DONE, CAP. PART OF THE MODS.
GOOD JOB, MACKIE.
JERRI, I GOT A SPOT CLEAR. HELEN'S GONNA RIDE WITH YOU.
RIDE WITH ME WHERE?

...I DON'T KNOW YET.
HER LEFT ARM'S BROKEN, MAYBE.
N-NO, IT'S NOT THAT BAD. AH!
LIAR.
ALERT 5! ALL HANDS TO STATIONS! ALERT 5!
SEAL HER UP! AS FAR AS THEY KNOW, WE'RE RESPONDING TO THE ALERT.
ALERT 5! ALL HANDS TO STATIONS! ALERT 5!
SOON AS THEY I.D. HELEN'S PLANE, THAT'S OVER.
LET'S BE GONE BY THEN.
GONE WHERE?
I'M STILL WORKING ON IT.

CAP, NO DISRESPECT BUT WE GOTTA HAVE A PLAN.
HELEN BLEW UP THE PLAN! I DON'T HAVE A BACKUP YET, OKAY?
THERE'S A FIGHT COMING, WE CAN HAVE IT ON THE GROUND OR IN THE AIR.
"IN THE AIR" IS AS MUCH OF A PLAN AS I'VE GOT.
LADIES!
SADDLE UP.
ROOF OPEN
CAP, DON'T FORGET RHODEY--
IN THE SADDLE, BUSY BEE!
ROOF OPEN
I'M ON IT.

FWOOOSH
BUSY BEE
BUSY BEE, LIT UP.
BIG MACK. I'M LIT.
B5
FWWWOSHHHHHH
KNOCK KNOCK, ON FIRE. WHERE WE HEADED, BOSS?
FWWWOSHHHHHH
BLAZE AND PANCHO: FIRED UP AND READY TO GO.
1LT GERALDINE "JERRI" QUIMBY
BLAZE
INTO THE WILD BLUE YONDER, BANSHEES.

FOLLOW MY LEAD.
NOW.


HALA MISSION CONTROL.
"WAS IT ENEMY FIRE? WHAT WAS THAT SHIP DOING OUT THERE? DID WE HAVE A SORTIE SCHEDULED?"
"NO SIR. THERE'S NOTHING ON THE BOOKS. OVERNIGHT COMMAND SAYS THE PLANE TOOK OFF WITHOUT AUTHORIZATION."
IS THAT SO?
DID THE PILOT SURVIVE?
NO BODY HAS BEEN LOCATED, SIR.
AND HAVE WE IDENTIFIED THE PLANE?
NO SIR, BUT WE BELIEVE--
SIR, WE HAVE ANOTHER UNAUTHORIZED LAUNCH.
THE BANSHEE SQUADRON.
...
BRING THEM BACK.
IF THEY WON'T COME BACK ON THEIR OWN, BLOW THEM OUT OF THE SKY.

CREEEEE--
--AAAKKKK
THAT'S FAR ENOUGH!
DON'T SHOOT...?
IT'S YOU.
IT'S ME.
I DIDN'T THINK IT WOULD BE YOU.
CLEARLY.
YOU'VE GOT THE GO BAG ON WRONG.
THE WHAT?
THE GO BAG. TAKE IT OFF, LET ME FIX IT.
IT'S A BACKPACK. I HAVE IT ON MY BACK.
HOW'S IT SUPPOSED TO WORK?

LIKE THIS.
--AAAAAAAAAAA!
WOOOOOSH
WHERE WE GOIN', CAP?
WE'RE GONNA CATCH THE BANSHEES AND FIGURE IT OUT FROM THERE.
I KNOW A PLACE. CAN I MAKE A SUGGESTION?
IF WE LIVE LONG ENOUGH, SURE.

HALA MISSION CONTROL
WHAT'S THE STATUS, PEOPLE? GIVE ME AN UPDATE! NOW!
JETS IN THE AIR. WE'VE GOT ONE ON CAPTAIN MARVEL AND TWO ON THE BANSHEES, BUT THE BANSHEES GOT A HEAD START AND--
WE EYEBALLING THIS? WHAT ARE WE, CAVE MEN? TURN THE TRACKERS ON! LET THE SYSTEMS DO THEIR JOBS.
SIR, THE BANSHEES REMOVED THE TRACKERS FROM THEIR SHIPS AND...
AND WHAT?
AND SOMETHING'S BLOCKING OUR RADAR. IT'S NONFUNCTIONAL.
SIR...
THEY PLANNED THIS.
...
GET ME DOOM.

TELL CAP WE'VE GOT TWO ON OUR TAIL.
KOFF WE GOT TWO BOGIES, CAP. K-KOFF
LOOKS LIKE KOFF SHARKMEAT AND BINGO.
ROGER THAT. WE'VE GOT ONE OF OUR OWN!
IT'S BLACK-EYED SUZIE.
TELL BLAZE TO LOSE THEIR TAILS AND RENDEZVOUS AT YOUR HEADINGS.
ROGER. WE'LL MEET YOU THERE, CAP. KOFF

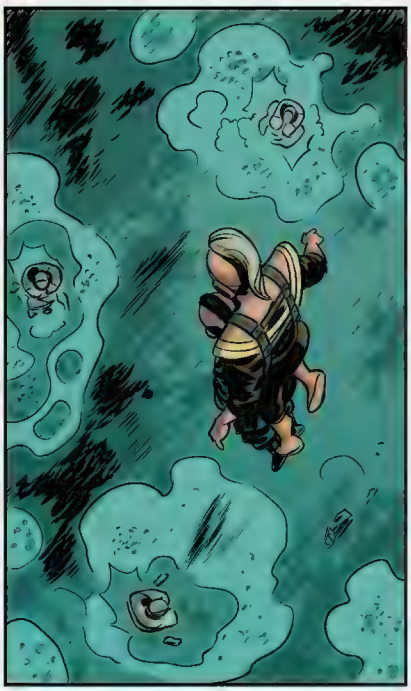
SUZIE, I DON'T WANT TO HURT YOU. DROP BACK. NOW.
CAP, I DON'T WANT TO HURT YOU EITHER...
...BUT I GOT ORDERS.
I'M NOT GOING TO BLAST YOU AND YOU CAN'T TAG ME, SUE. YOU'VE NEVER BEEN THAT GOOD.
WELL, I GUESS IT'S ON, THEN.
BLACK-EYED SUZIE
FWOOSH
WOOOOSH
FWOOSH
IS IT REALLY A GOOD IDEA TO ANTAGONIZE HER?!
DOOM, I HOPE SO.

THEY'RE GAINING ON US.
RAT AT AT AT
RAT AT AT AT
I SEE THAT, HELEN. THANK YOU.
I WAS TALKING TO CAP!
JERRI, CAN YOU BRING 'EM TO ME?
I CAN TRY.
YOU HEARD THE CAPTAIN, BANSHEES.

WHAT'S THE PLAN, CAP? WE HOPING THEY'RE GOING TO ACCIDENTALLY SHOOT EACH OTHER?
SHE'S GONNA DO THE THING...!
CAPTAIN MARVEL
SUZIE
NOT YET, NOT YET...
NOW!

SPLASSSSHHHH

HELL, YES! I LOVE THE THING!
AYE.
NICELY PLAYED, CAP. MEET YOU AT RHODEY'S COORDINATES?



YOU WIN THIS ONE, CAP. I'LL GET YOU NEXT TIME.
HERE'S HOPING THERE'S A NEXT TIME, SUZE.

WITHOUT RADAR OR TRACKING, THEY'RE GOING TO HAVE A HELL OF A TIME FINDING US, BUT THEY'LL BE LOOKING.
RHODEY, WHAT'VE WE GOT IN THE BAG?
BUNCH OF STUFF.
WE'LL GO THROUGH IT NOW.
CAP, CAN I TALK TO YOU?
I DON'T KNOW WHAT YOU WERE THINKING.
I THOUGHT... I THOUGHT IF I WENT UP ON MY OWN, IF IT DIDN'T WORK, OR EVEN IF IT DID, I'D BE ON MY OWN.
YOU THINK THERE'S POWERS UP THERE FOR YOU.
NO! I MEAN, YES. BUT THAT WASN'T IT. I THOUGHT THEY'D PUNISH ME. ME ALONE.
...AND THE REST OF YOU WOULD BE SAFE.
...
GOT AN INVENTORY, CAP.
HAND WEAPONS AREN'T GONNA DO A HELL OF A LOT OF GOOD, BUT WE MIGHT BE ABLE TO MAKE USE OF THE CLAYMORES.
AND THIS...
FROM YOUR SHIP...
RHODEY, THERE'S SOMETHING WE NEED TO TELL YOU.

THE CREW OF THE ALBATROSS
ELEVEN WENT INTO THE SEA AND DID NOT COME OUT
THEY DIED AS THEY LIVED SEEKING THE TRUTH
SURVIVED BY
JAMES R. RHODES
CAPTAIN OF THE ALBATROSS
BETHANY CABE
CLAYTON "FORCE" WILSON
MICHAEL COLLINS
GERALDINE CONWAY
CHRISTINE CLAREMONT
BERNICE REED
I...I DON'T BLAME YOU.
I DO. I DIDN'T ASK THE QUESTIONS I SHOULD HAVE.
WELL THEN, THE BEST THING YOU CAN DO IN THEIR MEMORY IS NEVER LET THAT HAPPEN AGAIN.
...
DO YOU THINK WE COULD GET ASYLUM IN YOUR DOMAIN?
NO. NOR DO I THINK YOU'D WANT TO.
DID YOU HEAR THAT...?
I DIDN'T HEAR ANY--
SHHH. HOLD ON...

OH MY DOOM.
TO BE CONTINUED!

# NEXT ISSUE: